Schmitz David R Form 3 March 28, 2013

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

9333 BALBOA AVENUE

Person *

A Schmitz David R

(Last)

(First)

(Street)

(Middle)

Statement

(Month/Day/Year)

03/25/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CUBIC CORP /DE/ [CUB]

4. Relationship of Reporting Person(s) to Issuer

Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner _X__ Officer

President, CDS

Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. If Amendment, Date Original

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

4. Nature of Indirect Beneficial

SAN DIEGO, CAÂ 92123

(City) (State)

(Instr. 4)

1. Title of Security

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

Form:

Ownership

(Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

(Instr. 4)

4. Conversion or Exercise Price of

Derivative

Security

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable

Date

Amount or Title Shares

Number of

Direct (D) or Indirect (I) (Instr. 5)

1

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Common Restricted Stock Units (1) (2) (2) 4.571 (1) D Â \$0 Stock Common \hat{A} (3) \hat{A} (3) 4,571 (1) Â Restricted Stock Units (1) \$0 D Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schmitz David R
9333 BALBOA AVENUE Â Â President, CDS Â
SAN DIEGO, CAÂ 92123

Signatures

Angela L. Hartley, Attorney-in-fact 03/27/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of CUB common stock.
- The RSUs vest in four equal installments on each of October 1, 2013, 2014, 2015 and 2016, subject to the reporting person's continued service with CUB through such date. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares will be delivered to the reporting person following each vesting date.
- The RSUs vest on the date the Compensation Committee of the Board of Directors of CUB certifies CUB's sales growth and return on equity for the three-year performance period ending on September 30, 2015, subject to the reporting person's continued service with CUB through such vesting date, except as otherwise provided in the applicable RSU agreement. The RSUs vest based 50% on the sales growth and 50% on the return on equity achieved by CUB during such performance period. Dividend equivalent rights accrue with respect to the RSUs when and as dividends are paid on CUB common stock and vest proportionately with the RSUs to which they relate. Vested shares will be delivered to the reporting person following the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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